API Well Number: 43013511250000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3
AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER 13H-8-46 BTR TW	
2. TYPE OF WORK DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** ALTAMONT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME**
6. NAME OF OPERATOR BILL BARRETT CORP	**7. OPERATOR PHONE** 303 312-8164
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202	**9. OPERATOR E-MAIL** BHilgers@billbarrettcorp.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 2OG0005608	**11. MINERAL OWNERSHIP** FEDERAL ○ INDIAN ◉ STATE ○ FEE ○
	12. SURFACE OWNERSHIP FEDERAL ○ INDIAN ◉ STATE ○ FEE ○
13. NAME OF SURFACE OWNER (if box 12 = 'fee')	**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')	**16. SURFACE OWNER E-MAIL (if box 12 = 'fee')**
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Uintah and Ouray	**18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS** YES ○ (Submit Commingling Application) NO ◉
	19. SLANT VERTICAL ○ DIRECTIONAL ○ HORIZONTAL ◉

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	184 FSL 841 FEL	SESE	8	4.0 S	6.0 W	U
Top of Uppermost Producing Zone	663 FSL 1876 FEL	SWSE	8	4.0 S	6.0 W	U
At Total Depth	663 FSL 644 FWL	SWSW	8	4.0 S	6.0 W	U

21. COUNTY DUCHESNE	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 644	**23. NUMBER OF ACRES IN DRILLING UNIT** 640
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 3737	**26. PROPOSED DEPTH** MD: 10717 TVD: 6698
27. ELEVATION - GROUND LEVEL 6451	**28. BOND NUMBER** LPM8874725	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** 43-180

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
COND	26	16	0 - 80	65.0	Unknown	8.8	Unknown	0	0.0	0.0
SURF	12.25	9.625	0 - 1500	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	190	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
PROD	8.75	7	0 - 7392	23.0	P-110 LT&C	9.4	Unknown	300	2.31	11.0
							Unknown	370	1.42	13.5
L1	6.125	4.5	0 - 10717	11.6	P-110 LT&C	9.5	No Used	0	0.0	0.0

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	☑ COMPLETE DRILLING PLAN
☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	☑ TOPOGRAPHICAL MAP

NAME Venessa Langmacher	**TITLE** Senior Permit Analyst	**PHONE** 303 312-8172
SIGNATURE	**DATE** 12/16/2011	**EMAIL** vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43013511250000	**APPROVAL**	Permit Manager

RECEIVED: February 07, 2012

DRILLING PLAN

BILL BARRETT CORPORATION
13H-8-46 BTR TW
SHL: SE SE, 184' FSL and 841' FEL, Section 8-T4S-R6W
BHL: SW SW, 663' FSL and 644' FWL, Section 8-T4S-R6W
Duchesne Co., UT

Bill Barrett Corporation (BBC) intends to drill a horizontal through the prospective zone within the Wasatch Formation.

1 - 3. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

HORIZONTAL LEG FORMATION TOPS

Formation	Depth – MD	Depth - TVD
Green River	1,701'	1,701'
Mahogany	2,286'	2,286'
TGR3	3,576'	3,576'
Douglas Creek	4,416'	4,416'
3pt Marker	4,821'	4,821'
Black Shale Facies	5,231'	5,231'
Castle Peak	5,471'	5,471'
Uteland Butte	5,766'	5,766'
CR 1	5,837'	5,836'
CR 1A Base*	5,873'	5,871'
CR 2	6,129'	6,111'
CR 3	6,476'	6,380'
CR 4	7,366'	6,684'
TD	10,717'	6,698'

*PROSPECTIVE PAY

The CR1A Base is the primary objective for oil/gas.

Base of Useable Water = 2,651' Water

4. Casing Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
12-1/4"	surface	1,500'	9 5/8"	36.0 ppf	J or K 55	ST&C	New
8 ¾"	surface	7,392'	7"	23.0 ppf	P-110	LT&C	New
6 1/8"	surface	10,717'	4 ½ Liner with 4-1/2" Tieback for frac	11.6	P-110	LT&C	New

RECEIVED: December 16, 2011

5. Cementing Program

9 5/8" Surface Casing	Cement with approximately 190 sx Halliburton Light Premium cement with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx), and tail with 210 sx Premium 14.8 ppg (yield = 1.36 ft^3/sx) calculated hole volume with 75% excess. *Top out cement*, if required: 100 sx of Premium cement with additives mixed at 15.8 ppg (yield = 1.17 ft^3/sk)
7" Intermediate Casing	*Lead* with approximately 300 sx Tune Light cement with additives, mixed at 11.0 ppg (yield = 3.14 ft^3/sx). *Tail* with approximately 370 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx).
4 ½" Liner with 4-1/2" Tieback to surface	*No cement will be used in this section. Swell packers will be run to isolate the production hole from the intermediate casing section.*
Note: Top of Tail cement for the intermediate string will be calculated to 1000' above the KOP using gauge hole plus 50% excess. Lead to 200' inside of surface casing.	

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
40' – 1,500'	8.4 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,500' – 3,000'	8.9 – 9.2	26 - 36	NC	Fresh Water with sweeps
3,000' – 7,392'	9.2 – 9.4	42 – 55	6 – 10	Fresh Water PHPA
7,392' – TD	9.0 – 9.5	45 – 58	4 – 10	Fresh Water PHPA
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 1,500'	No pressure control required
1,500' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up to operate most efficiently in this manner.	

RECEIVED: December 16, 2011

8. Auxiliary Equipment

a) Upper kelly cock; lower Kelly cock will be installed while drilling
b) Inside BOP or stab-in valve (available on rig floor)
c) Safety valve(s) and subs to fit all string connections in use
d) Mud monitoring will be visually observed

9. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD with GR as needed to land wellbore;
WL Logging	None in intermediate
Note: FMI and CAL may be run on the lateral portion of the horizontal wellbore at the geologist's discretion.	

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3309 psi* and maximum anticipated surface pressure equals approximately 1835 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)
**Maximum surface pressure = A – (0.22 x TD)

11. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

12. Drilling Schedule

Location Construction:	June 2012
Spud:	June 2012
Duration:	25 days drilling time
	25 days completion time

RECEIVED: December 16, 2011

PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer. The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. One (1) pipe ram (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes with one (1) remotely controlled from the rig floor.
8. Two (2) kill line valves, and a check valve (2-inch minimum).
9. Upper and lower kelly cock valves with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Inside BOP or float sub available.
12. Pressure gauge on choke manifold.
13. Fill-up line above the uppermost preventer.

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yieldstrength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

RECEIVED: December 16, 2011

maintained for a period of at least ten (10) minutes or until the requirmentsof the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2.*

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

RECEIVED: December 16, 2011

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2.* The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

RECEIVED: December 16, 2011

Well name:	**BTR/LC HZ Well**
Operator:	**BBC**
String type:	Surface
Location:	Utah

Design parameters:

Collapse

Mud weight: 8.900 ppg
Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 527 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 857 psi

Annular backup: 9.50 ppg

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on buoyed weight.
Neutral point: 1,302 ft

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 96 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft
Minimum Drift: 8.750 in
Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 4,697 ft
Next mud weight: 9.500 ppg
Next setting BHP: 2,318 psi
Fracture mud wt: 11.000 ppg
Fracture depth: 1,500 ft
Injection pressure 857 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	1500	9.625	36.00	K-55	ST&C	1500	1500	8.765	106.8

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	693	2020	2.913	527	3520	6.68	47	423	9.02 J

Bill Barrett

Date: June 23,2011
Denver, Colorado

Remarks:
Collapse is based on a vertical depth of 1500 ft, a mud weight of 8.9 ppg The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name: **BTR/LC HZ Well**
Operator: **BBC**
String type: Intermediate
Location: Utah

Design parameters:

Collapse
Mud weight: 9.500 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 1,683 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 3,036 psi
Annular backup: 9.50 ppg

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on buoyed weight.
Neutral point: 5,274 ft

Environment:
H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 161 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,500 ft
Minimum Drift: 6.125 in
Cement top: 11 ft

Directional Info - Build & Hold
Kick-off point 5580 ft
Departure at shoe: 604 ft
Maximum dogleg: 10 °/100ft
Inclination at shoe: 93.1 °

Re subsequent strings:
Next setting depth: 5,980 ft
Next mud weight: 9.500 ppg
Next setting BHP: 2,951 psi
Fracture mud wt: 14.000 ppg
Fracture depth: 6,152 ft
Injection pressure 4,474 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	6511	7	23.00	N-80	LT&C	6152	6511	6.25	300.9

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	3036	3575	1.177	1683	6340	3.77	121	442	3.64 J

Bill Barrett

Date: June 23,2011
Denver, Colorado

Remarks:
Collapse is based on a vertical depth of 6152 ft, a mud weight of 9.5 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Well name: **BTR/LC HZ Well**
Operator: **N/A**
String type: Production Liner

Design parameters:

Collapse
Mud weight: 9.500 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 1,572 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 2,837 psi
Annular backup: 9.50 ppg

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on buoyed weight.
Neutral point: 5,703 ft

Environment:
H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 155 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft
Minimum Drift: 3.875 in

Liner top: 5,000 ft
Directional Info - Build & Hold
Kick-off point 5123 ft
Departure at shoe: 4885 ft
Maximum dogleg: 8 °/100ft
Inclination at shoe: 91.26 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	5418	4.5	11.60	P-110	LT&C	5748	10418	3.875	26104

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2837	7580	2.672	205	10690	52.25	7.4	279	37.48 J

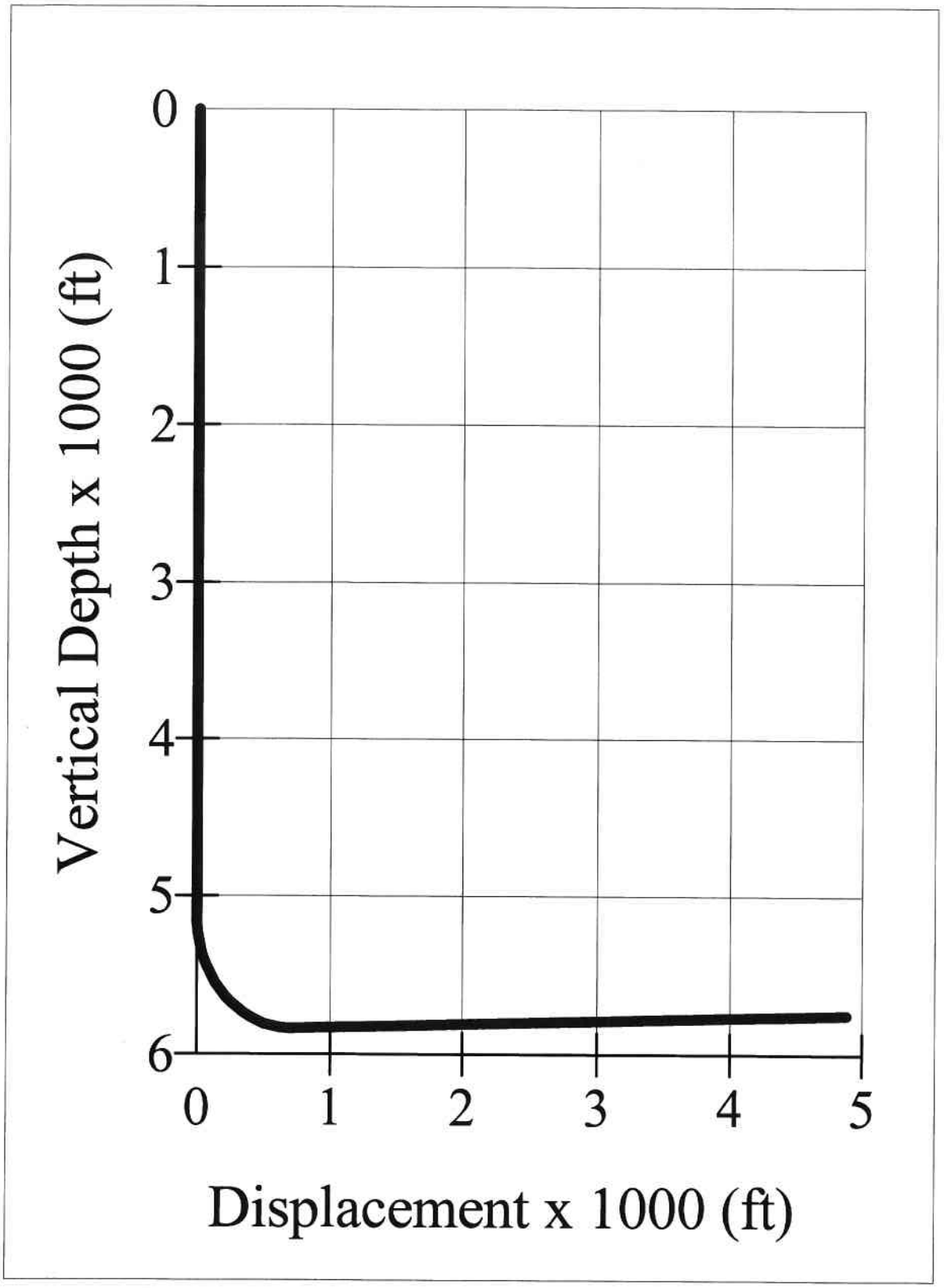
Bill Barrett

Date: June 23,2011
Denver, Colorado

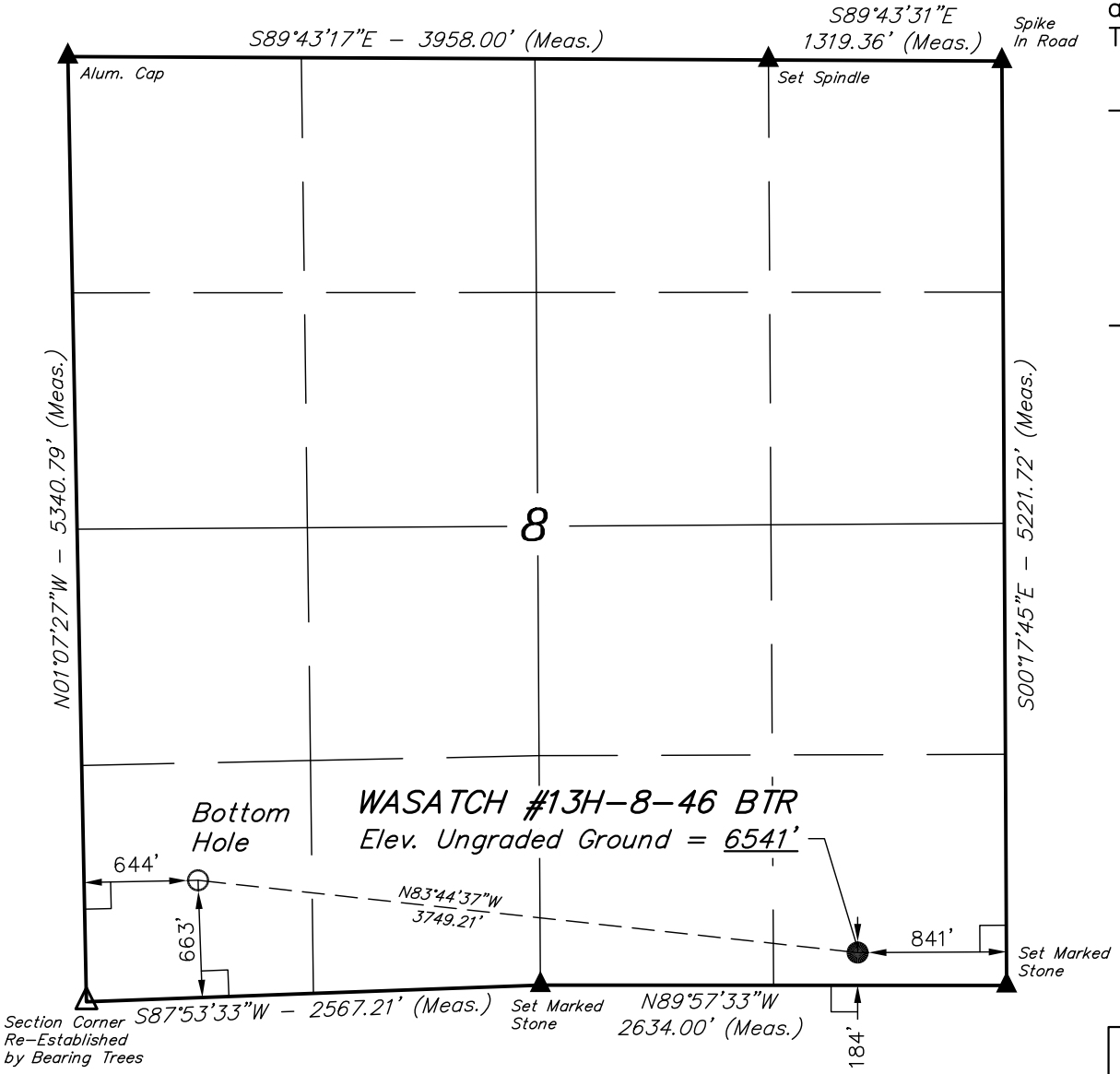
Remarks:
For this liner string, the top is rounded to the nearest 100 ft.Collapse is based on a vertical depth of 5748 ft, a mud weight of 9.5 ppg The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.


Vertical Depth x 1000 (ft)
0
1
2
3
4
5
6
0
1
2
3
4
5
Displacement x 1000 (ft)

T4S, R6W, U.S.B.&M.



LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

△ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°08'30.72" (40.141867)	LATITUDE = 40°08'26.78" (40.140772)
LONGITUDE = 110°35'37.35" (110.593708)	LONGITUDE = 110°34'49.37" (110.580381)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°08'30.88" (40.141911)	LATITUDE = 40°08'26.94" (40.140817)
LONGITUDE = 110°35'34.79" (110.592997)	LONGITUDE = 110°34'46.81" (110.579669)

BILL BARRETT CORPORATION

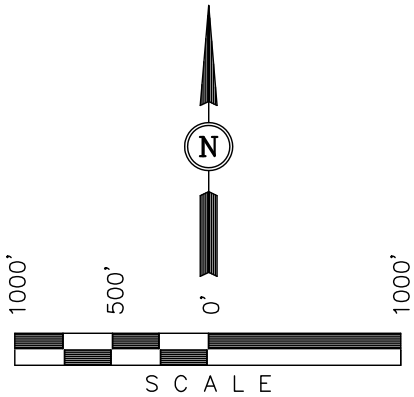
Well location, WASATCH #13H-8-46 BTR, located as shown in the SE 1/4 SE 1/4 of Section 8, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

11-04-11

REGISTERED LAND SURVEYOR No. 161319 ROBERT L. KAY STATE OF UTAH

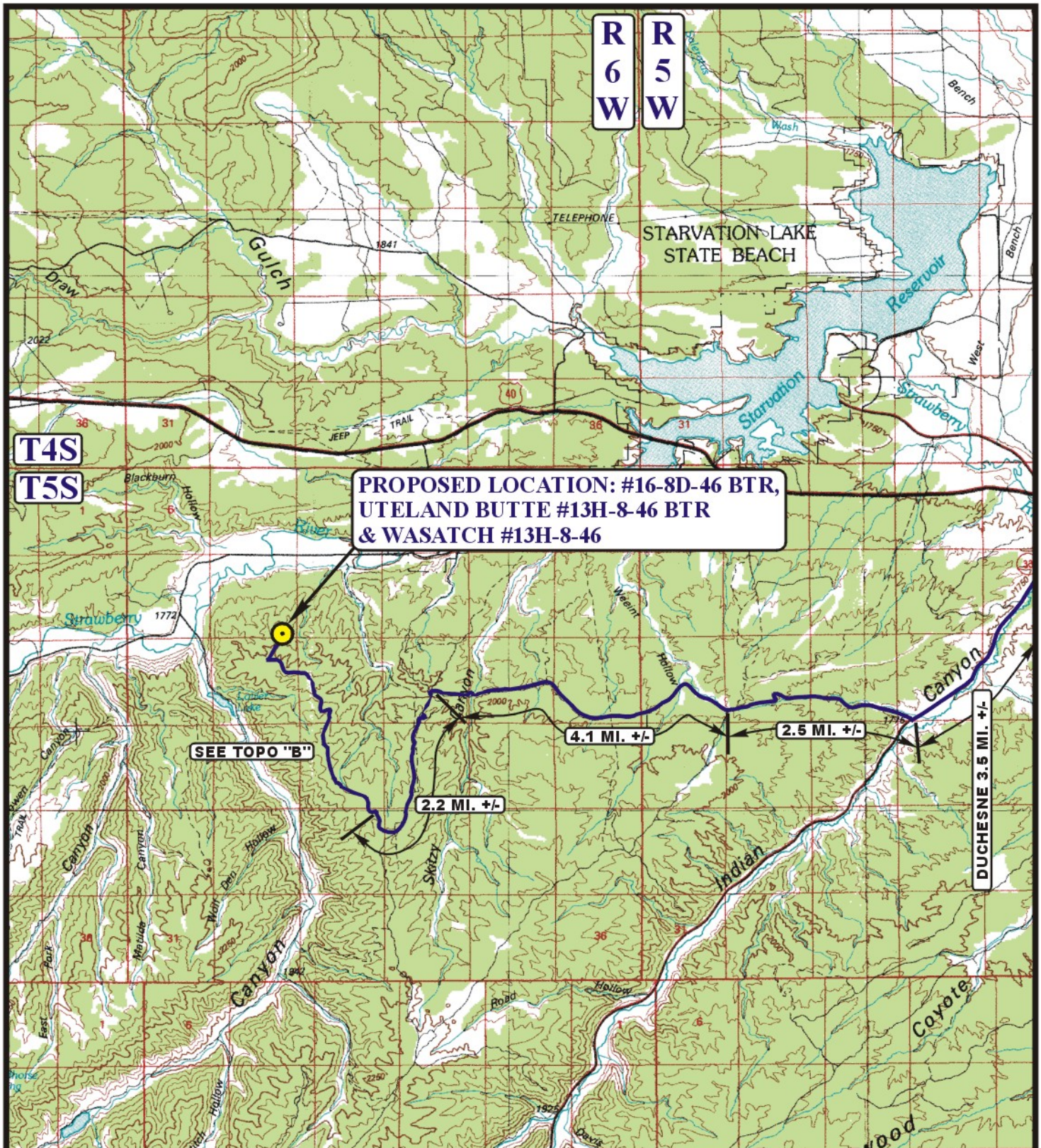
UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789-1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	10-17-11	10-24-11
PARTY: T.A. C.N. K.O.	REFERENCES: G.L.O. PLAT	
WEATHER: COOL	FILE: BILL BARRETT CORPORATION	

API Well Number: 43013511250000

RECEIVED: December 16, 2011

API Well Number: 43013511250000



LEGEND:

PROPOSED LOCATION

N

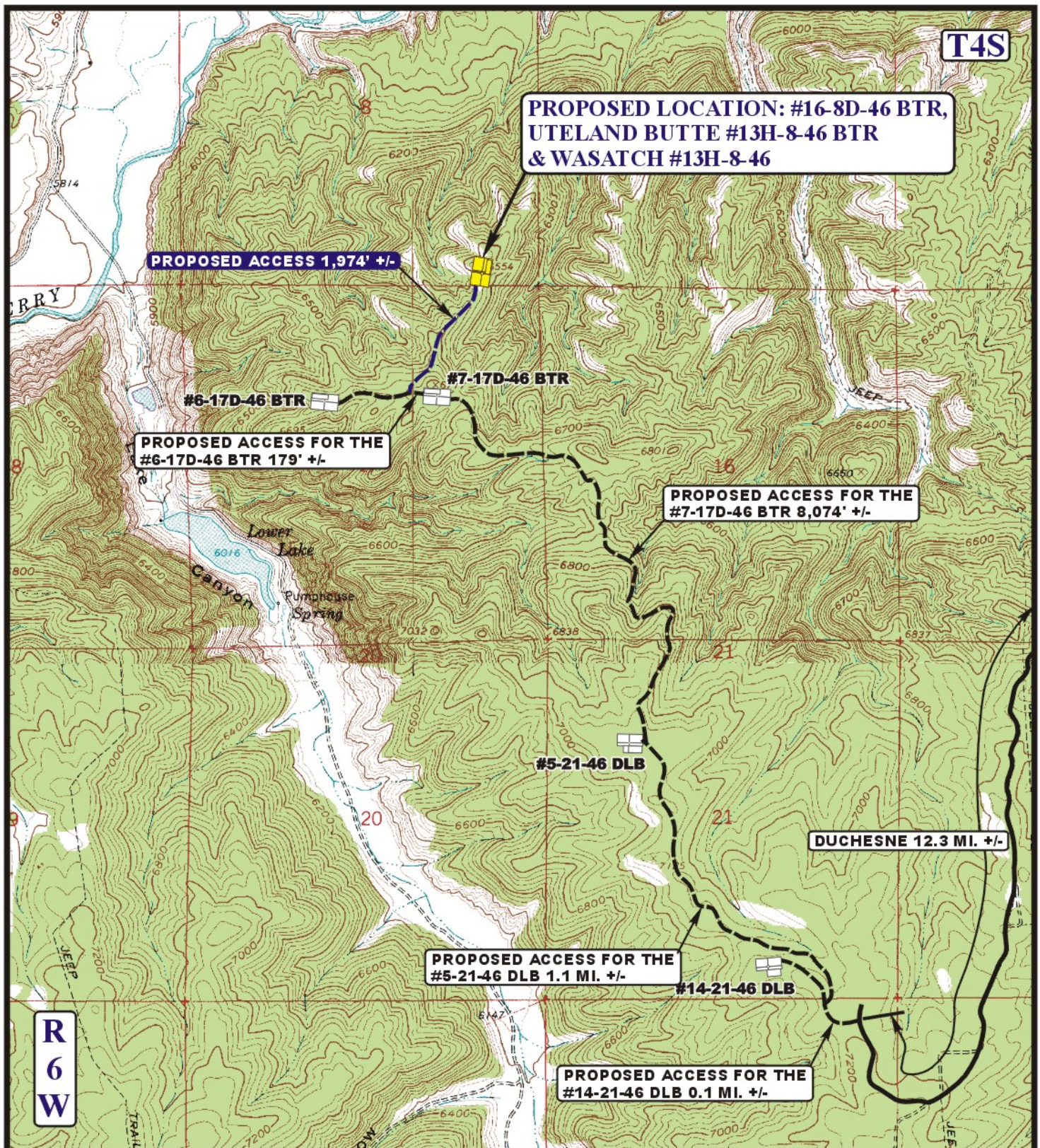
BILL BARRETT CORPORATION

#16-8D-46 BTR, UTELAND BUTTE #13H-8-46 BTR
& WASATCH #13H-8-46
SECTION 8, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP	04 MONTH	22 DAY	11 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: S.F.	REVISED: 11-04-11		

API Well Number: 43013511250000



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

N

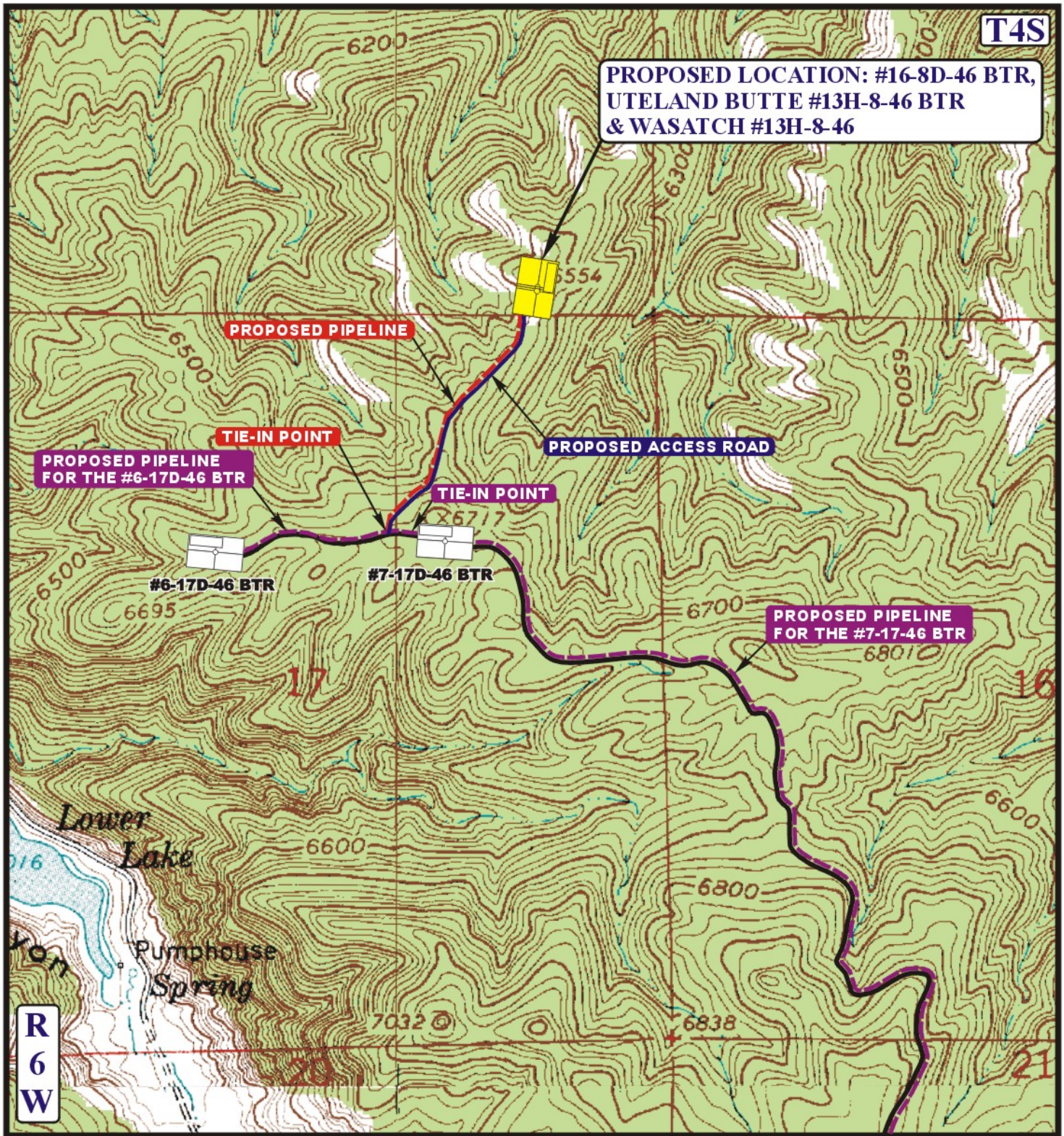
BILL BARRETT CORPORATION

#16-8D-46 BTR, UTELAND BUTTE #13H-8-46 BTR
& WASATCH #13H-8-46
SECTION 8, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP	04 MONTH	22 DAY	11 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: S.F.	REVISED: 11-04-11		

API Well Number: 43013511250000



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,959' +/-

LEGEND:

PROPOSED ACCESS ROAD
EXISTING PIPELINE
PROPOSED PIPELINE
PROPOSED PIPELINE
(SERVICING OTHER WELLS)

N

BILL BARRETT CORPORATION

#16-8D-46 BTR, UTELAND BUTTE #13H-8-46 BTR
& WASATCH #13H-8-46
SECTION 8, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	04 MONTH	22 DAY	11 YEAR	C TOPO
SCALE: 1" = 1000'	DRAWN BY: S.F.	REVISED: 11-04-11		

API Well Number: 43013511250000

Bill Barrett Corporation

SITE DETAILS: 13H-8-46 BTR TW

Blacktail Ridge

Site Centre Latitude: 40° 8' 26.941 N
Longitude: 110° 34' 46.808 W

Positional Uncertainity: 0.0
Convergence: 0.59
Local North: True

COMPANY DETAILS: BILL BARRETT CORP

Calculation Method: Minimum Curvature
Error System: ISCWSA
Scan Method: Closest Approach 3D
Error Surface: Elliptical Conic
Warning Method: Error Ratio

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
13H-8-46 BTR TW PBHL	6691.0	479.0	-3726.1	40° 8' 31.672 N	110° 35' 34.789 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

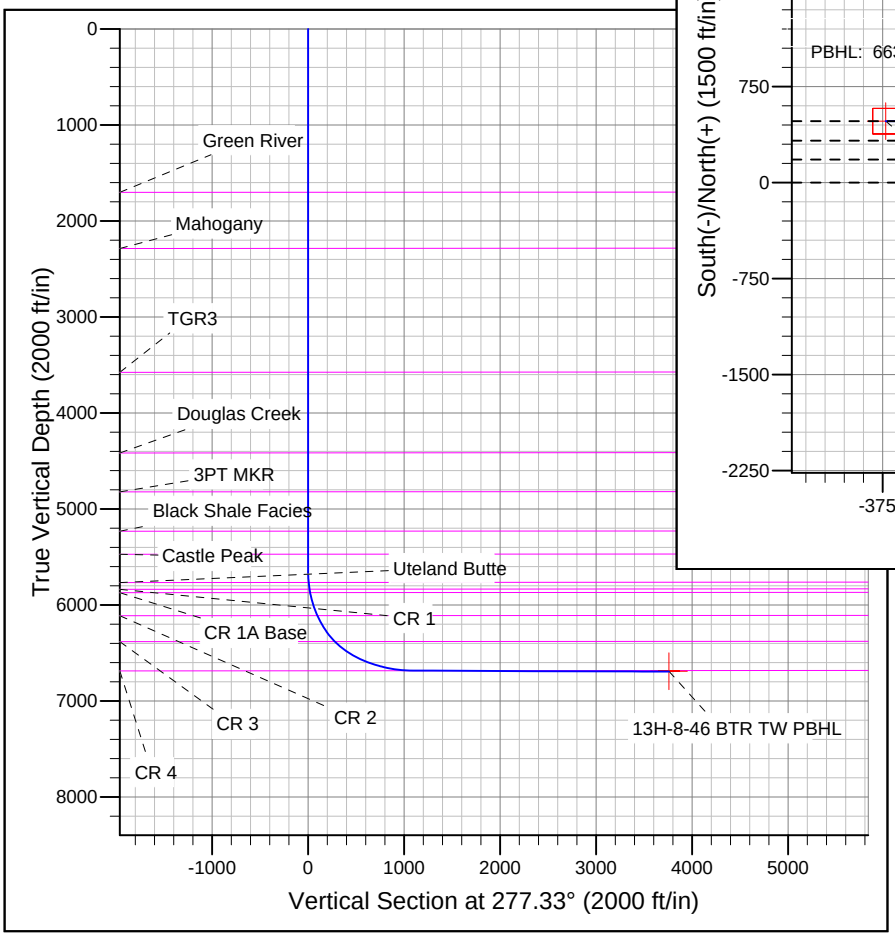
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	5660.0	0.00	0.00	5660.0	0.0	0.0	0.00	0.00	0.0	
3	6410.0	45.00	310.00	6335.2	179.8	-214.3	6.00	310.00	235.4	
4	6733.5	62.69	300.00	6525.6	326.6	-428.4	6.00	-27.66	466.5	
5	7392.3	89.77	270.00	6684.4	479.0	-1035.5	6.00	-51.78	1088.1	
6	10082.8	89.77	270.00	6695.2	479.0	-3726.1	0.00	0.00	3756.7	13H-8-46 BTR TW PBHL

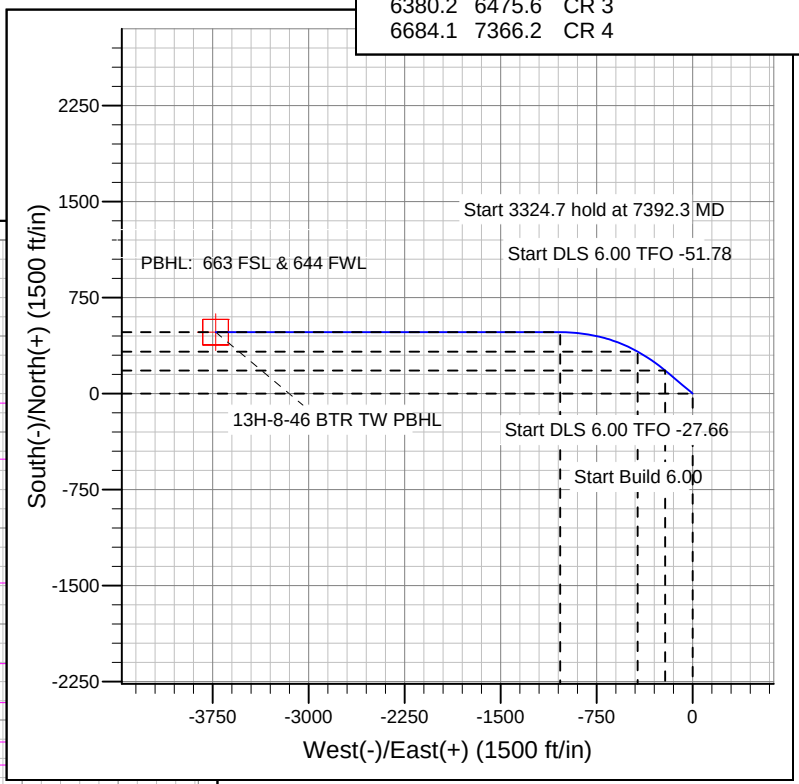
FORMATION TOP DETAILS

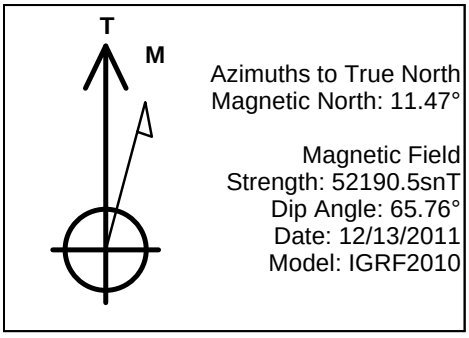
TVDPath	MDPath	Formation
1701.0	1701.0	Green River
2286.0	2286.0	Mahogany
3576.0	3576.0	TGR3
4416.0	4416.0	Douglas Creek
4821.0	4821.0	3PT MKR
5231.0	5231.0	Black Shale Facies
5471.0	5471.0	Castle Peak
5766.0	5766.2	Uteland Butte
5836.0	5837.0	CR 1
5870.9	5872.7	CR 1A Base
6110.7	6129.4	CR 2
6380.2	6475.6	CR 3
6684.1	7366.2	CR 4

CASING DETAILS

No casing data is available







RECEIVED: December 16, 2011

BILL BARRETT CORP

DUCHESNE COUNTY, UT (NAD 27)
13H-8-46 BTR TW
13H-8-46 BTR TW

13H-8-46 BTR TW

Plan: Design #1

Standard Planning Report

21 December, 2011

RECEIVED: December 16, 2011

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 13H-8-46 BTR TW
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6557.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6557.0ft (Original Well Elev)
Site:	13H-8-46 BTR TW	**North Reference:**	True
Well:	13H-8-46 BTR TW	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	13H-8-46 BTR TW		
Design:	Design #1		

Project DUCHESNE COUNTY, UT (NAD 27)

Map System:	US State Plane 1927 (Exact solution)	**System Datum:**	Ground Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site 13H-8-46 BTR TW

Site Position:		**Northing:**	659,661.63 ft	**Latitude:**	40° 8' 26.941 N
From:	Lat/Long	**Easting:**	2,257,292.14 ft	**Longitude:**	110° 34' 46.808 W
Position Uncertainty:	0.0 ft	**Slot Radius:**	"	**Grid Convergence:**	0.59 °

Well 13H-8-46 BTR TW

Well Position	**+N/-S**	0.0 ft	**Northing:**	659,661.62 ft	**Latitude:**	40° 8' 26.941 N
	+E/-W	0.0 ft	**Easting:**	2,257,292.14 ft	**Longitude:**	110° 34' 46.808 W
Position Uncertainty		0.0 ft	**Wellhead Elevation:**	ft	**Ground Level:**	6,541.0 ft

Wellbore 13H-8-46 BTR TW

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	12/13/2011	11.47	65.76	52,190

Design Design #1

Audit Notes:

Version:		**Phase:**	PLAN	**Tie On Depth:**	0.0

Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	277.33

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
5,660.0	0.00	0.00	5,660.0	0.0	0.0	0.00	0.00	0.00	0.00	
6,410.0	45.00	310.00	6,335.2	179.8	-214.3	6.00	6.00	0.00	310.00	
6,733.5	62.69	300.00	6,525.6	326.6	-428.4	6.00	5.47	-3.09	-27.66	
7,392.3	89.77	270.00	6,684.4	479.0	-1,035.5	6.00	4.11	-4.55	-51.78	
10,082.8	89.77	270.00	6,695.2	479.0	-3,726.1	0.00	0.00	0.00	0.00	13H-8-46 BTR TW PE

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 13H-8-46 BTR TW
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6557.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6557.0ft (Original Well Elev)
Site:	13H-8-46 BTR TW	**North Reference:**	True
Well:	13H-8-46 BTR TW	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	13H-8-46 BTR TW		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,701.0	0.00	0.00	1,701.0	0.0	0.0	0.0	0.00	0.00	0.00
Green River									
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,286.0	0.00	0.00	2,286.0	0.0	0.0	0.0	0.00	0.00	0.00
Mahogany									
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.0	0.00	0.00	0.00
3,300.0	0.00	0.00	3,300.0	0.0	0.0	0.0	0.00	0.00	0.00
3,400.0	0.00	0.00	3,400.0	0.0	0.0	0.0	0.00	0.00	0.00
3,500.0	0.00	0.00	3,500.0	0.0	0.0	0.0	0.00	0.00	0.00
3,576.0	0.00	0.00	3,576.0	0.0	0.0	0.0	0.00	0.00	0.00
TGR3									
3,600.0	0.00	0.00	3,600.0	0.0	0.0	0.0	0.00	0.00	0.00
3,700.0	0.00	0.00	3,700.0	0.0	0.0	0.0	0.00	0.00	0.00
3,800.0	0.00	0.00	3,800.0	0.0	0.0	0.0	0.00	0.00	0.00
3,900.0	0.00	0.00	3,900.0	0.0	0.0	0.0	0.00	0.00	0.00
4,000.0	0.00	0.00	4,000.0	0.0	0.0	0.0	0.00	0.00	0.00
4,100.0	0.00	0.00	4,100.0	0.0	0.0	0.0	0.00	0.00	0.00
4,200.0	0.00	0.00	4,200.0	0.0	0.0	0.0	0.00	0.00	0.00
4,300.0	0.00	0.00	4,300.0	0.0	0.0	0.0	0.00	0.00	0.00
4,400.0	0.00	0.00	4,400.0	0.0	0.0	0.0	0.00	0.00	0.00
4,416.0	0.00	0.00	4,416.0	0.0	0.0	0.0	0.00	0.00	0.00
Douglas Creek									
4,500.0	0.00	0.00	4,500.0	0.0	0.0	0.0	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 13H-8-46 BTR TW
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6557.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6557.0ft (Original Well Elev)
Site:	13H-8-46 BTR TW	**North Reference:**	True
Well:	13H-8-46 BTR TW	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	13H-8-46 BTR TW		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,600.0	0.00	0.00	4,600.0	0.0	0.0	0.0	0.00	0.00	0.00
4,700.0	0.00	0.00	4,700.0	0.0	0.0	0.0	0.00	0.00	0.00
4,800.0	0.00	0.00	4,800.0	0.0	0.0	0.0	0.00	0.00	0.00
4,821.0	0.00	0.00	4,821.0	0.0	0.0	0.0	0.00	0.00	0.00
3PT MKR									
4,900.0	0.00	0.00	4,900.0	0.0	0.0	0.0	0.00	0.00	0.00
5,000.0	0.00	0.00	5,000.0	0.0	0.0	0.0	0.00	0.00	0.00
5,100.0	0.00	0.00	5,100.0	0.0	0.0	0.0	0.00	0.00	0.00
5,200.0	0.00	0.00	5,200.0	0.0	0.0	0.0	0.00	0.00	0.00
5,231.0	0.00	0.00	5,231.0	0.0	0.0	0.0	0.00	0.00	0.00
Black Shale Facies									
5,300.0	0.00	0.00	5,300.0	0.0	0.0	0.0	0.00	0.00	0.00
5,400.0	0.00	0.00	5,400.0	0.0	0.0	0.0	0.00	0.00	0.00
5,471.0	0.00	0.00	5,471.0	0.0	0.0	0.0	0.00	0.00	0.00
Castle Peak									
5,500.0	0.00	0.00	5,500.0	0.0	0.0	0.0	0.00	0.00	0.00
5,600.0	0.00	0.00	5,600.0	0.0	0.0	0.0	0.00	0.00	0.00
5,660.0	0.00	0.00	5,660.0	0.0	0.0	0.0	0.00	0.00	0.00
Start Build 6.00									
5,700.0	2.40	310.00	5,700.0	0.5	-0.6	0.7	6.00	6.00	0.00
5,766.2	6.37	310.00	5,766.0	3.8	-4.5	5.0	6.00	6.00	0.00
Uteland Butte									
5,800.0	8.40	310.00	5,799.5	6.6	-7.8	8.6	6.00	6.00	0.00
5,837.0	10.62	310.00	5,836.0	10.5	-12.5	13.8	6.00	6.00	0.00
CR 1									
5,872.7	12.76	310.00	5,870.9	15.2	-18.1	19.9	6.00	6.00	0.00
CR 1A Base									
5,900.0	14.40	310.00	5,897.5	19.3	-23.0	25.3	6.00	6.00	0.00
6,000.0	20.40	310.00	5,992.9	38.5	-45.9	50.4	6.00	6.00	0.00
6,100.0	26.40	310.00	6,084.6	64.0	-76.3	83.8	6.00	6.00	0.00
6,129.4	28.16	310.00	6,110.7	72.7	-86.6	95.2	6.00	6.00	0.00
CR 2									
6,200.0	32.40	310.00	6,171.7	95.6	-113.9	125.1	6.00	6.00	0.00
6,300.0	38.40	310.00	6,253.2	132.8	-158.2	173.9	6.00	6.00	0.00
6,400.0	44.40	310.00	6,328.1	175.3	-208.9	229.5	6.00	6.00	0.00
6,410.0	45.00	310.00	6,335.2	179.8	-214.3	235.4	6.00	6.00	0.00
Start DLS 6.00 TFO -27.66									
6,475.6	48.51	307.56	6,380.2	209.7	-251.5	276.2	6.00	5.36	-3.72
CR 3									
6,500.0	49.83	306.72	6,396.1	220.8	-266.2	292.2	6.00	5.41	-3.44
6,600.0	55.29	303.59	6,456.9	266.5	-331.2	362.4	6.00	5.46	-3.13
6,700.0	60.83	300.85	6,509.8	311.6	-402.9	439.4	6.00	5.53	-2.74
6,733.5	62.69	300.00	6,525.6	326.6	-428.4	466.5	6.00	5.57	-2.54
Start DLS 6.00 TFO -51.78									
6,800.0	65.20	296.55	6,554.9	354.8	-481.0	522.3	6.00	3.78	-5.19
6,900.0	69.12	291.61	6,593.7	392.4	-565.1	610.5	6.00	3.92	-4.94
7,000.0	73.17	286.93	6,626.0	423.5	-654.4	703.1	6.00	4.05	-4.68
7,100.0	77.32	282.45	6,651.5	448.0	-747.9	798.9	6.00	4.15	-4.48
7,200.0	81.54	278.11	6,669.9	465.5	-844.6	897.1	6.00	4.22	-4.34
7,300.0	85.81	273.87	6,680.9	475.9	-943.4	996.4	6.00	4.27	-4.24
7,366.2	88.65	271.09	6,684.1	478.7	-1,009.5	1,062.3	6.00	4.29	-4.20
CR 4									

RECEIVED: December 16, 2011

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 13H-8-46 BTR TW
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6557.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6557.0ft (Original Well Elev)
Site:	13H-8-46 BTR TW	**North Reference:**	True
Well:	13H-8-46 BTR TW	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	13H-8-46 BTR TW		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
7,392.3	89.77	270.00	6,684.4	479.0	-1,035.5	1,088.1	6.00	4.30	-4.19
Start 3324.7 hold at 7392.3 MD									
7,400.0	89.77	270.00	6,684.5	479.0	-1,043.2	1,095.8	0.00	0.00	0.00
7,500.0	89.77	270.00	6,684.9	479.0	-1,143.2	1,195.0	0.00	0.00	0.00
7,600.0	89.77	270.00	6,685.3	479.0	-1,243.2	1,294.2	0.00	0.00	0.00
7,700.0	89.77	270.00	6,685.7	479.0	-1,343.2	1,393.3	0.00	0.00	0.00
7,800.0	89.77	270.00	6,686.1	479.0	-1,443.2	1,492.5	0.00	0.00	0.00
7,900.0	89.77	270.00	6,686.5	479.0	-1,543.2	1,591.7	0.00	0.00	0.00
8,000.0	89.77	270.00	6,686.9	479.0	-1,643.2	1,690.9	0.00	0.00	0.00
8,100.0	89.77	270.00	6,687.3	479.0	-1,743.2	1,790.1	0.00	0.00	0.00
8,200.0	89.77	270.00	6,687.7	479.0	-1,843.2	1,889.3	0.00	0.00	0.00
8,300.0	89.77	270.00	6,688.1	479.0	-1,943.2	1,988.4	0.00	0.00	0.00
8,400.0	89.77	270.00	6,688.5	479.0	-2,043.2	2,087.6	0.00	0.00	0.00
8,500.0	89.77	270.00	6,688.9	479.0	-2,143.2	2,186.8	0.00	0.00	0.00
8,600.0	89.77	270.00	6,689.3	479.0	-2,243.2	2,286.0	0.00	0.00	0.00
8,700.0	89.77	270.00	6,689.7	479.0	-2,343.2	2,385.2	0.00	0.00	0.00
8,800.0	89.77	270.00	6,690.1	479.0	-2,443.2	2,484.4	0.00	0.00	0.00
8,900.0	89.77	270.00	6,690.5	479.0	-2,543.2	2,583.5	0.00	0.00	0.00
9,000.0	89.77	270.00	6,690.9	479.0	-2,643.2	2,682.7	0.00	0.00	0.00
9,100.0	89.77	270.00	6,691.3	479.0	-2,743.2	2,781.9	0.00	0.00	0.00
9,200.0	89.77	270.00	6,691.7	479.0	-2,843.2	2,881.1	0.00	0.00	0.00
9,300.0	89.77	270.00	6,692.1	479.0	-2,943.2	2,980.3	0.00	0.00	0.00
9,400.0	89.77	270.00	6,692.5	479.0	-3,043.2	3,079.5	0.00	0.00	0.00
9,500.0	89.77	270.00	6,692.9	479.0	-3,143.2	3,178.6	0.00	0.00	0.00
9,600.0	89.77	270.00	6,693.3	479.0	-3,243.2	3,277.8	0.00	0.00	0.00
9,700.0	89.77	270.00	6,693.7	479.0	-3,343.2	3,377.0	0.00	0.00	0.00
9,800.0	89.77	270.00	6,694.1	479.0	-3,443.2	3,476.2	0.00	0.00	0.00
9,900.0	89.77	270.00	6,694.5	479.0	-3,543.2	3,575.4	0.00	0.00	0.00
10,000.0	89.77	270.00	6,694.9	479.0	-3,643.2	3,674.6	0.00	0.00	0.00
10,082.8	89.77	270.00	6,695.2	479.0	-3,726.1	3,756.7	0.00	0.00	0.00

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
1,701.0	1,701.0	Green River		-0.23	
2,286.0	2,286.0	Mahogany		-0.23	
3,576.0	3,576.0	TGR3		-0.23	
4,416.0	4,416.0	Douglas Creek		-0.23	
4,821.0	4,821.0	3PT MKR		-0.23	
5,231.0	5,231.0	Black Shale Facies		-0.23	
5,471.0	5,471.0	Castle Peak		-0.23	
5,766.2	5,766.0	Uteland Butte		-0.23	
5,837.0	5,836.0	CR 1		-0.23	
5,872.7	5,871.0	CR 1A Base		-0.23	
6,129.4	6,111.0	CR 2		-0.23	
6,475.6	6,381.0	CR 3		-0.23	
7,366.2	6,686.0	CR 4		-0.23	

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well 13H-8-46 BTR TW
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 6557.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 6557.0ft (Original Well Elev)
Site:	13H-8-46 BTR TW	**North Reference:**	True
Well:	13H-8-46 BTR TW	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	13H-8-46 BTR TW		
Design:	Design #1		

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
5,660.0	5,660.0	0.0	0.0	Start Build 6.00
6,410.0	6,335.2	179.8	-214.3	Start DLS 6.00 TFO -27.66
6,733.5	6,525.6	326.6	-428.4	Start DLS 6.00 TFO -51.78
7,392.3	6,684.4	479.0	-1,035.5	Start 3324.7 hold at 7392.3 MD
10,717.0				TD at 10717.0

RECEIVED: December 16, 2011

SURFACE USE PLAN

BILL BARRETT CORPORATION
16-8D-46 BTR Uteland Butte 13H-8-46 BTR Wasatch 13H-8-46 Pad
Duchesne County, Utah

16-8D-46 BTR SESE, 216' FSL & 836' FEL, Sec. 8, T4S-R6W (surface hole) SESE, 810' FSL & 810' FEL, Sec. 8, T4S-R6W (bottom hole)	***Uteland Butte 13H-8-46 BTR*** SESE, 200' FSL & 839' FEL, Sec. 8, T4S-R6W (surface hole) SWSW, 810' FSL & 700' FWL, Sec. 8, T4S-R6W (bottom hole)
Wasatch 13H-8-46 BTR SESE, 184' FSL & 841' FEL, Sec. 8, T4S-R6W (surface hole) SWSW, 663' FSL & 644' FWL, Sec. 8, T4S-R6W (bottom hole)	

The onsite inspection for this pad occurred on October 13, 2011. This is a new pad with a total of three proposed wells. Plat changes and site specific stipulations requested at the onsite are reflected within this APD and summarized below.

a) Round corners 6 & 8;
b) Relocate topsoil piles from corners 1 & 3 to 6 & 8;

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

a. The proposed well site is located approximately 15.4 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).

b. The existing State Highway 191 would be utilized from Duchesne for 3.5 miles to the existing BBC maintained Skitzy Road that would be utilized for 6.6 miles and provides access to the existing 7-3-56 DLB access road that would be utilized for 2.2 miles and provides access to the planned new access road.

c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.

d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.

RECEIVED: December 16, 2011

e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permit are required

f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

a. Approximately 1,974 feet of new access road trending northeast is planned from the proposed 6-17D-46 BTR access road. The 6-17D-46 BTR access road has been applied for and continues an additional 14,512 feet to the existing 7-3-56 DLB access road (see Topographic Map B). The proposed access road crosses entirely Ute Tribe surface.

b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.

c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.

d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.

e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.

f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.

g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed.

RECEIVED: December 16, 2011

Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.

h. Turnouts are not proposed.

i. No culverts or low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.

j. No gates or cattle guards are anticipated at this time.

k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.

l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.

m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see One-Mile Radius Map):

a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

i. water wells	none
ii. injection wells	none
iii. disposal wells	none
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	none
vii. abandoned wells	two

4. Location of Production Facilities

a. Surface facilities would consist of a wellhead, separator, gas meter, combustor, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or ESP or gas lift unit, electrical or with a natural gas or diesel fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.

RECEIVED: December 16, 2011

b. Most wells would be fitted with a pump jack or Roto-flex unit or ESP or gas lift to assist liquid production. The prime mover for pump jacks or Roto-flex units would be small (100 horsepower or less), electric motor or natural gas or diesel fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 25 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by electricity.

c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.

f. Approximately 1,959 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending southwest to the proposed 6-17-46 BTR pipeline corridor. The 6-17-46 BTR pipeline corridor is being applied for with a separate application and continues approximately 14,600 feet to the existing pipeline corridor for the 7-3-56 DLB. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Tribe surface.

g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.

h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.

RECEIVED: December 16, 2011

i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.

j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Beetle Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.

l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfs and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River

b. No new water well is proposed with this application.

c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.

RECEIVED: December 16, 2011

d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

6. Source of Construction Material:

a. The use of materials would conform to 43 CFR 3610.2-3.

b. No construction materials would be removed from the lease or EDA area.

c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste Disposal:

a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.

b. The reserve pit would be constructed so as not to leak, break or allow any discharge.

c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.

e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting

f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W

RECEIVED: December 16, 2011

Disposal Facilities
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley

g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.

h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.

i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO_2 gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.

k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.

RECEIVED: December 16, 2011

l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

a. Garbage containers and portable toilets would be located on the well pad.

b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.

c. A powerline corridor is not proposed at this time but may be applied for in the future.

9. Well Site Layout:

a. The well would be properly identified in accordance with 43 CFR 3162.6.

b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).

c. The pad and road designs are consistent with industry specifications.

d. The pad has been staked at its maximum size of 368 feet x 275 feet with an inboard reserve pit size of 210 feet x 70 feet x 8 feet deep. See section 12.d below for disturbance estimates.

e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.

f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.

RECEIVED: December 16, 2011

g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.

h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

j. Water application may be implemented if necessary to minimize the amount of fugitive dust.

k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.

b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.

c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.

d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.

e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable

RECEIVED: December 16, 2011

stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.

f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

a. Surface ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

12. Other Information:

a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 11-178 dated June 23, 2011.

b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.

c. Project personnel and contractors would be educated on and subject to the following requirements:

- No dogs or firearms within the Project Area.
- No littering within the Project Area.
- Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
- Campfires or uncontained fires of any kind would be prohibited.
- Portable generators used in the Project Area would have spark arrestors.

RECEIVED: December 16, 2011

d. Disturbance estimates:

Approximate Acreage Disturbances			
Well Pad		3.357	acres
Access	1974 feet	1.342	acres
Pipeline	1959 feet	1.331	acres
	Total	**6.030**	**acres**

RECEIVED: December 16, 2011

Bill Barrett Corporation
Surface Use Plan
16-8D-46 BTR / Uteland Butte 13H-8-46 BTR / Wasatch 13H-8-46 Pad
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

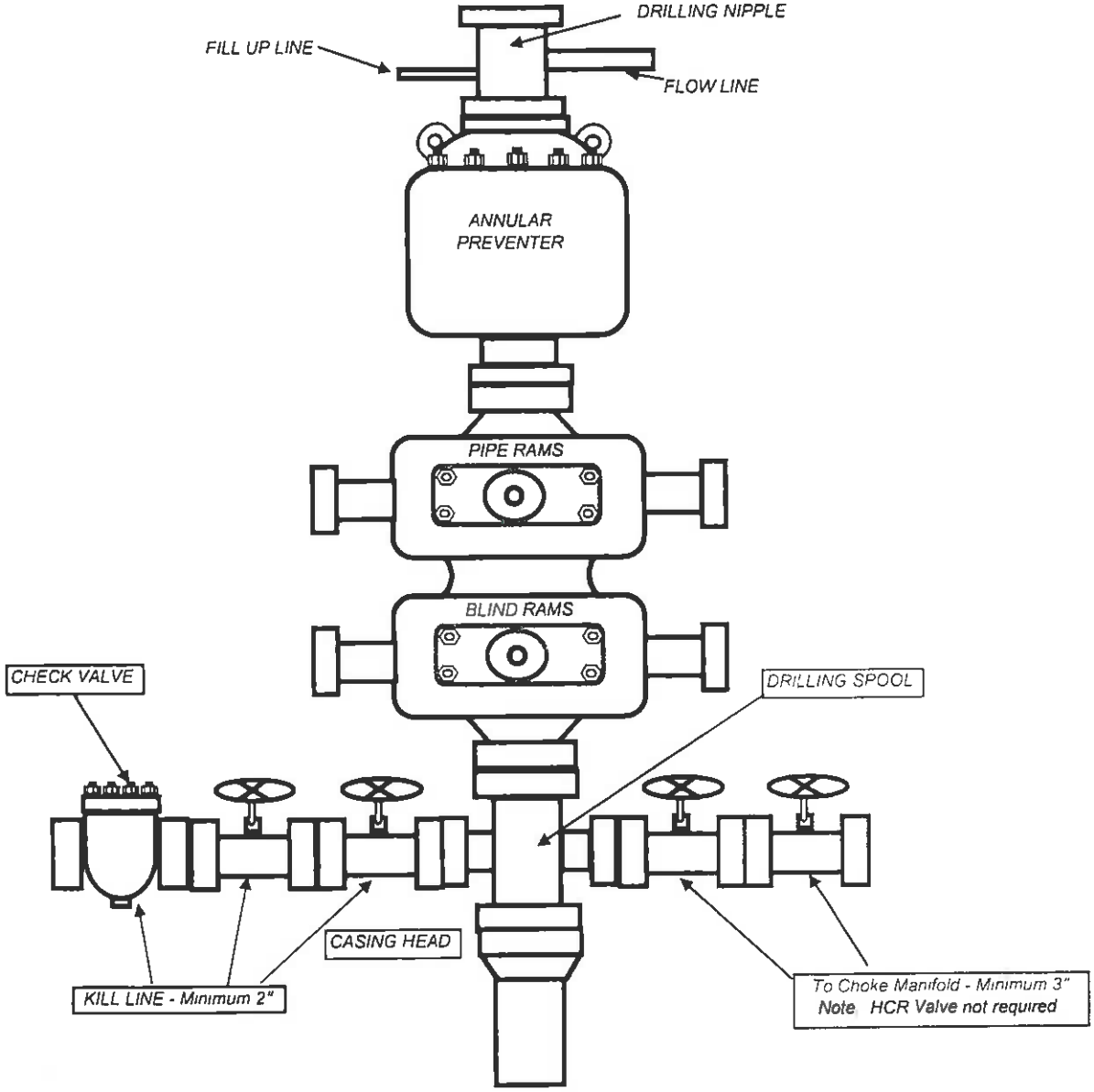
Executed this	16th day of December 2011
Name:	Venessa Langmacher
Position Title:	Senior Permit Analyst
Address:	1099 18th Street, Suite 2300, Denver, CO 80202
Telephone:	303-312-8172
E-mail:	vlangmacher@billbarrettcorp.com
Field Representative	Kary Eldredge / Bill Barrett Corporation
Address:	1820 W. Highway 40, Roosevelt, UT 84066
Telephone:	435-725-3515 (office); 435-724-6789 (mobile)
E-mail:	keldredge@billbarrettcorp.com

Venessa Langmacher

Venessa Langmacher, Senior Permit Analyst

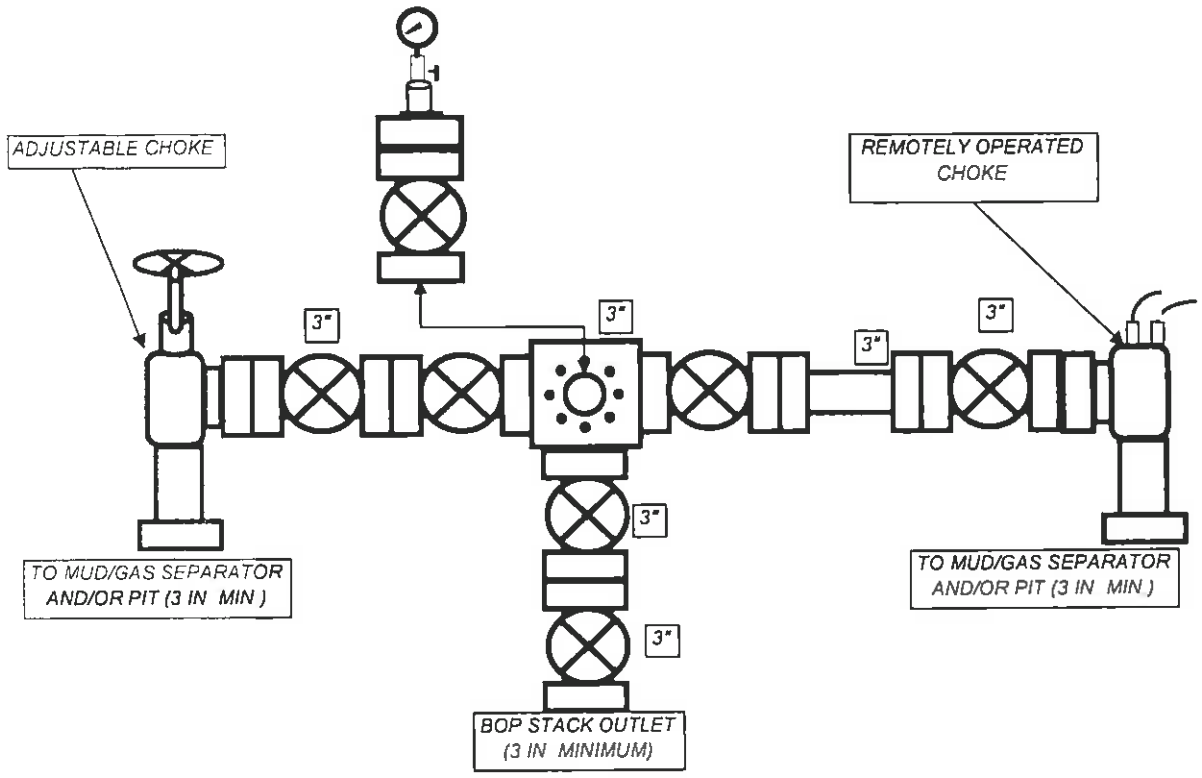
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD



Bill Barrett Corporation

February 1, 2012

Ms. Diana Mason – Petroleum Technician
STATE OF UTAH DIVISION OF OIL, GAS AND MINING
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: **Exception Location – Wasatch #13H-8-46 BTR – Blacktail Ridge Area**
Surface Location: 184' FSL, 841' FEL, SESE, Section 8-T4S-R6W
Bottom Location: 663' FSL, 644' FWL, SWSW, Section 8-T4S-R6W
Duchesne County, Utah

Dear Ms. Mason,

Bill Barrett Corporation ("BBC") hereby submits an exception location letter in accordance with Oil & Gas Conservation Order #139-84, requesting an exception well location, supported by the following information:

- The location is within our Blacktail Ridge Area.
- BBC is requesting an exception to Spacing Order #139-84 by drilling multiple well bores from a single well pad where the horizontal wellbore will strictly produce hydrocarbons from the Uteland Butte formation and the other vertical wellbore will produce from formations excluding the Uteland Butte. This well configuration results in the wellbores being closer than the 1,320 feet allowed by spacing order.
- This will allow for a more efficient drainage of the reservoir formation being targeted.
- The exception location is due to topography requirements and to minimize surface disturbance.
- BBC certifies that it is the working interest owner along with Ute Energy, LLC (who also consent to this exception location request), and together we own 100% of the working interest within 460 feet of the proposed well location.
- Our rights are owned under an Exploration and Development Agreement with the Ute Indian Tribe and Ute Distribution Corporation which provides for the drilling of exploratory wells. This agreement provides that we consult with these owners regarding the drilling of this well.

Based on the information provided, BBC requests the Division grant this exception to the locating, siting and spacing requirements of Order #139-84. Should you have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

Venessa Langmacker
for

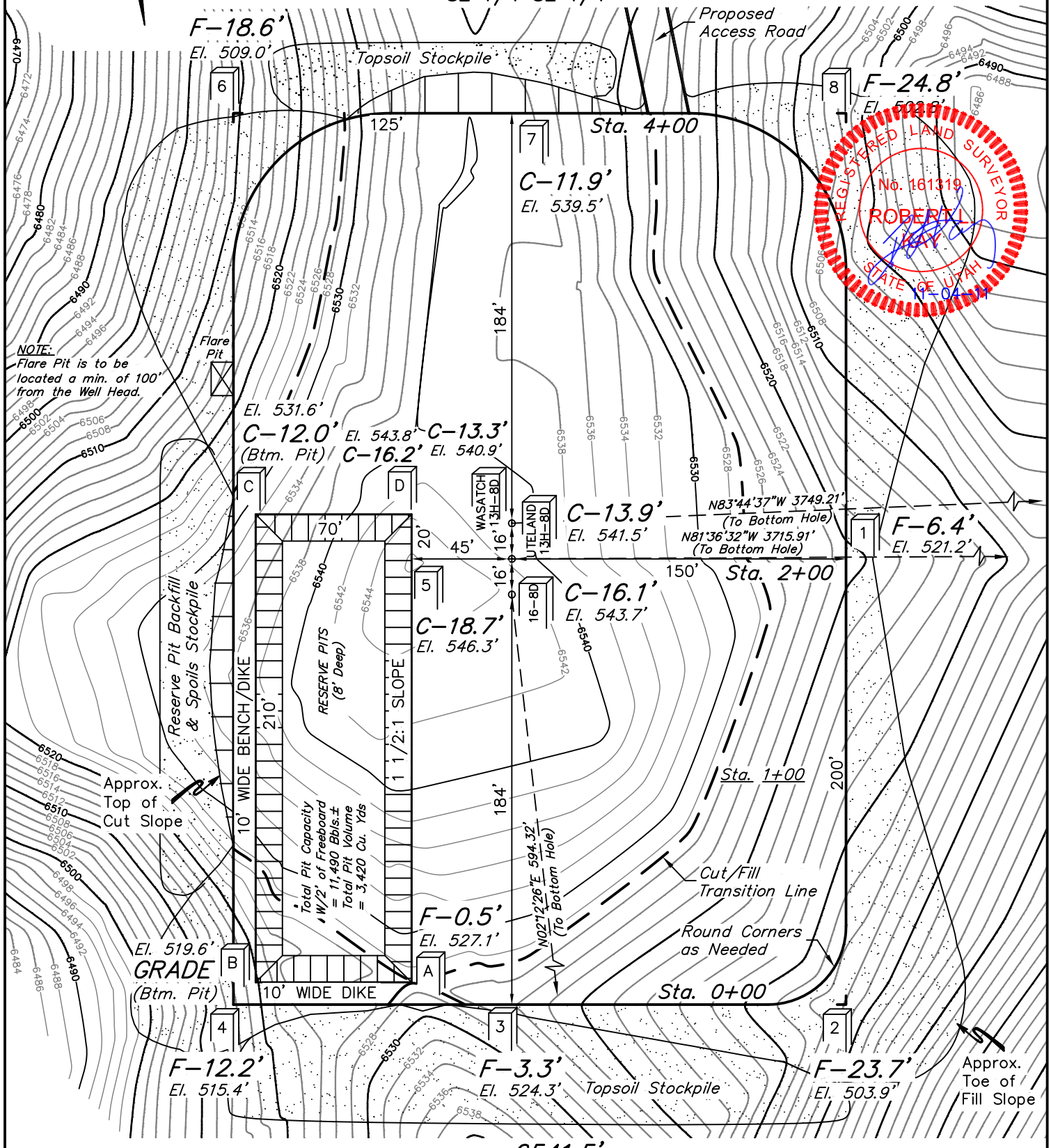
David Watts
Landman
dwatts@billbarrettcorp.com

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#16-8D-46 BTR, UTELAND BUTTE #13H-8-46 BTR &
WASATCH #13H-8-46
SECTION 8, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #1
SCALE: 1" = 60'
DATE: 04-20-11
DRAWN BY: C.H.
REV: 08-16-11 K.O.
REV: 10-18-11 K.O.
REV: 10-24-11 K.O.



Elev. Ungraded Ground At UTELAND #13H-8D Loc. Stake = 6541.5'
FINISHED GRADE ELEV. AT UTELAND #13H-8D LOC. STAKE = 6527.6'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: December 16, 2011

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

#16-8D-46 BTR, UTELAND BUTTE #13H-8-46 BTR & WASATCH #13H-8-46

SECTION 8, T4S, R6W, U.S.B.&M.

SE 1/4 SE 1/4

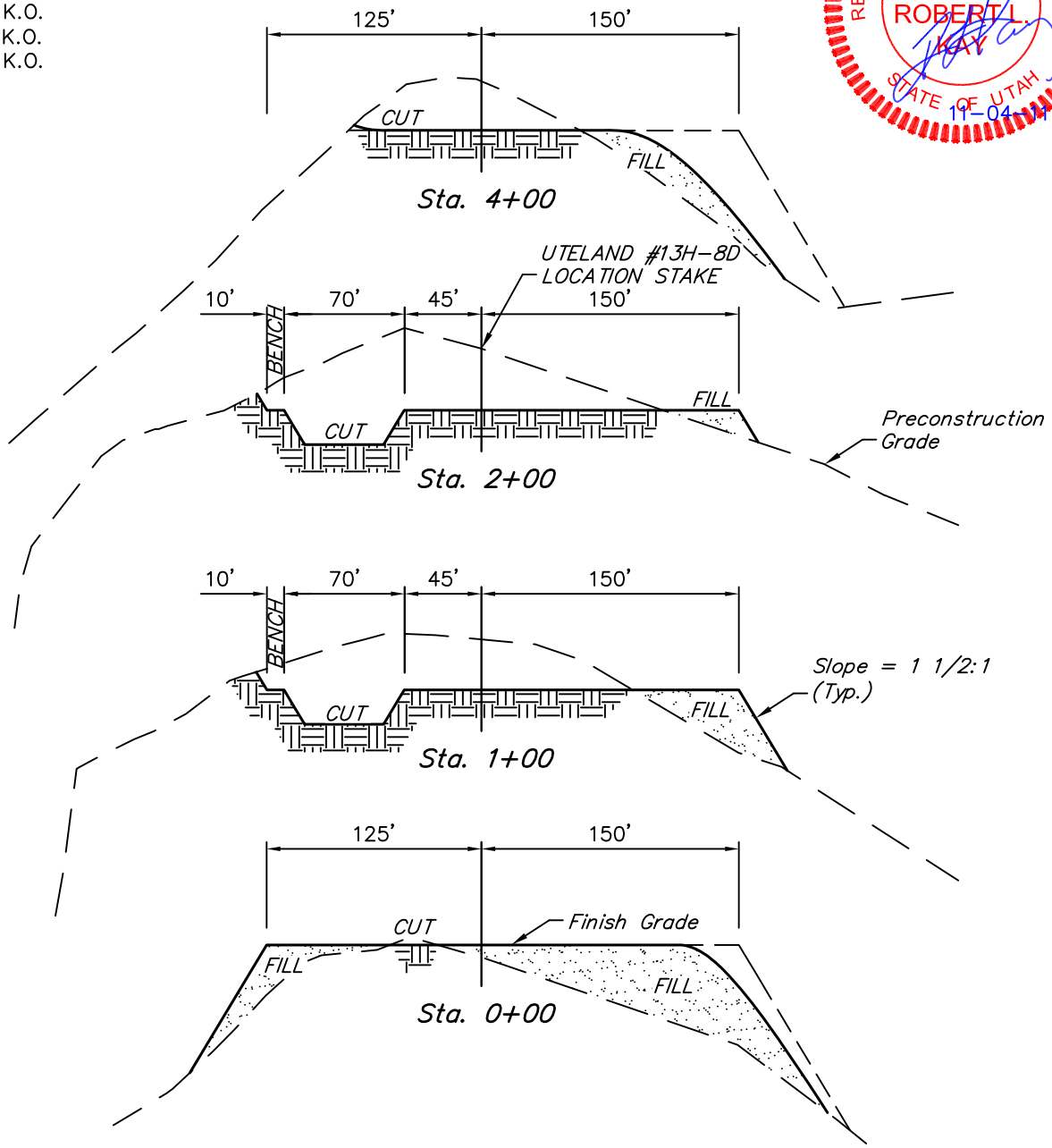
FIGURE #2

1" = 40' X-Section Scale

1" = 100'

SCALE: 1" = 60'
DATE: 04-20-11
DRAWN BY: C.H.
REV: 08-16-11 K.O.
REV: 10-18-11 K.O.
REV: 10-24-11 K.O.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
11-04-11



NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.357 ACRES
ACCESS ROAD DISTURBANCE = ± 1.342 ACRES
PIPELINE DISTURBANCE = ± 1.331 ACRES
TOTAL = ± 6.030 ACRES

* *NOTE:*
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = *5,600* Cu. Yds.
Remaining Location = *23,760* Cu. Yds.
TOTAL CUT = *29,360* CU.YDS.
FILL = *22,050* CU.YDS.

EXCESS MATERIAL = *7,310* Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = *7,310* Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = *0* Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*

RECEIVED: December 16, 2011

API Well Number: 43013511250000

BILL BARRETT CORPORATION

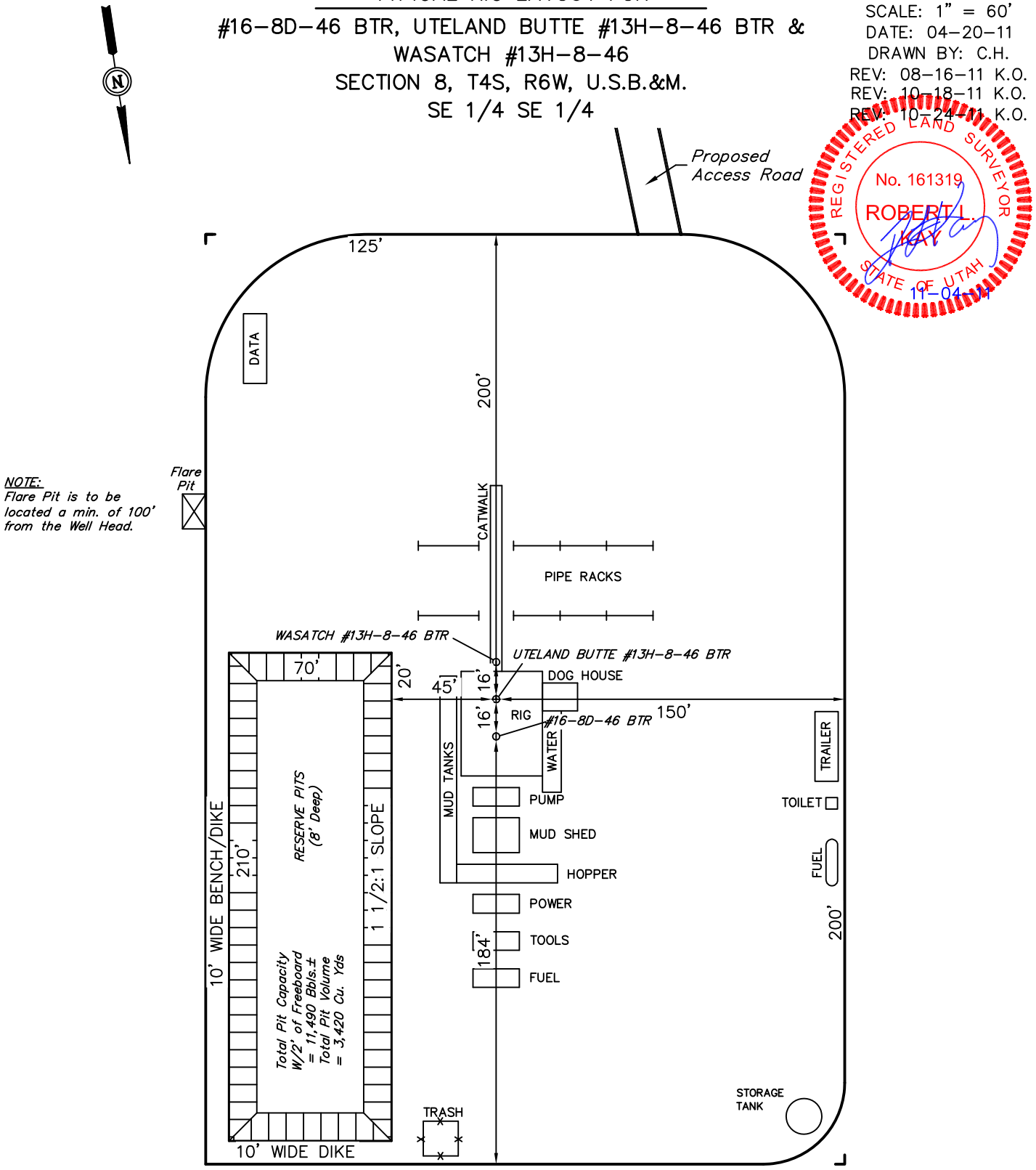
TYPICAL RIG LAYOUT FOR

#16-8D-46 BTR, UTELAND BUTTE #13H-8-46 BTR &
WASATCH #13H-8-46
SECTION 8, T4S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #3

SCALE: 1" = 60'
DATE: 04-20-11
DRAWN BY: C.H.
REV: 08-16-11 K.O.
REV: 10-18-11 K.O.
REV: 10-24-11 K.O.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
11-04-11



UINTAH ENGINEERING & LAND SURVEYING
*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*

RECEIVED: December 16, 2011

API Well Number: 43013511250000

BILL BARRETT CORPORATION

INTERIM RECLAMATION PLAN FOR

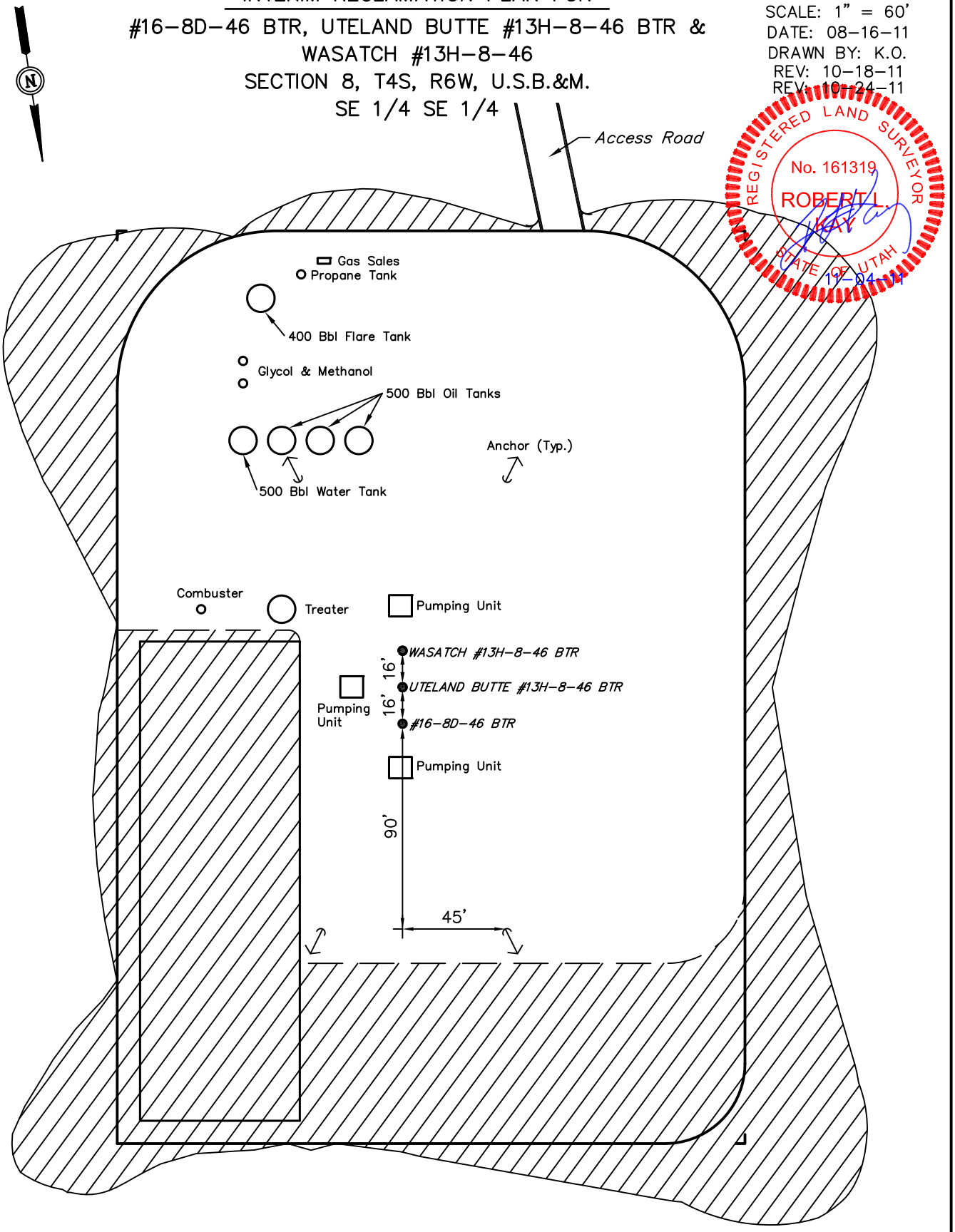
#16-8D-46 BTR, UTELAND BUTTE #13H-8-46 BTR & WASATCH #13H-8-46

SECTION 8, T4S, R6W, U.S.B.&M.

SE 1/4 SE 1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 08-16-11
DRAWN BY: K.O.
REV: 10-18-11
REV: 10-24-11



REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
11-04-11

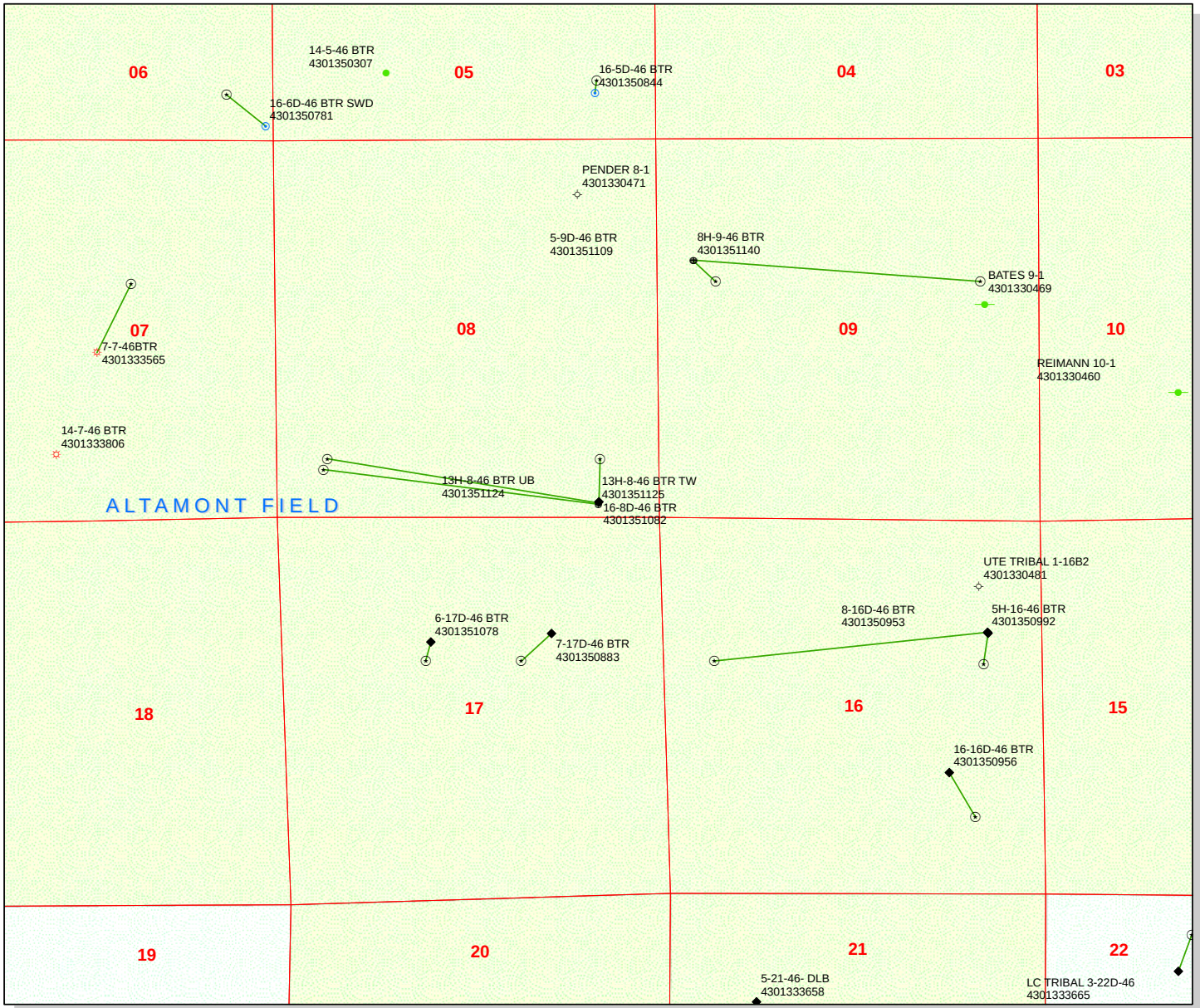
INTERIM RECLAMATION

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.669 ACRES

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: December 16, 2011

API Well Number: 43013511250000



API Number: 4301351125

Well Name: 13H-8-46 BTR TW

Township T0.4 . Range R0.6 . Section 08

Meridian: UBM

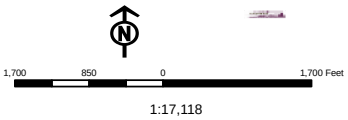
Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
- ACTIVE
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Fields
STATUS
- Unknown
- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- STORAGE
- TERMINATED

Wells Query
Status
- APD - Aproved Permit
- DRL - Spuded (Drilling Commenced)
- GIW - Gas Injection
- GS - Gas Storage
- LA - Location Abandoned
- LOC - New Location
- OPS - Operation Suspended
- PA - Plugged Abandoned
- PGW - Producing Gas Well
- POW - Producing Oil Well
- RET - Returned APD
- SGW - Shut-in Gas Well
- SOW - Shut-in Oil Well
- TA - Temp. Abandoned
- TW - Test Well
- WDW - Water Disposal
- WIW - Water Injection Well
- WSW - Water Supply Well



1:17,118

RECEIVED: February 01, 2012

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 12/16/2011
API NO. ASSIGNED: 43013511250000
WELL NAME: 13H-8-46 BTR TW
OPERATOR: BILL BARRETT CORP (N2165)
PHONE NUMBER: 303 312-8172
CONTACT: Venessa Langmacher

PROPOSED LOCATION: SESE 08 040S 060W
Permit Tech Review: ☑

SURFACE: 0184 FSL 0841 FEL
Engineering Review: ☐

BOTTOM: 0663 FSL 0644 FWL
Geology Review: ☑

COUNTY: DUCHESNE
LATITUDE: 40.14081
LONGITUDE: -110.58041
UTM SURF EASTINGS: 535743.00
NORTHINGS: 4443470.00
FIELD NAME: ALTAMONT
LEASE TYPE: 2 - Indian
LEASE NUMBER: 2OG0005608
PROPOSED PRODUCING FORMATION(S): WASATCH
SURFACE OWNER: 2 - Indian
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** INDIAN - LPM8874725
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** 43-180
- ☐ **RDCC Review:**
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: Cause 139-84
Effective Date: 12/31/2008
Siting: 660' Fr Drl U Bdry & 1320' Fr Other Wells

- ☐ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations: 4 - Federal Approval - bhill
27 - Other - bhill

RECEIVED: February 07, 2012

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill
****

Well Name: 13H-8-46 BTR TW
API Well Number: 43013511250000
Lease Number: 2OG0005608
Surface Owner: INDIAN
Approval Date: 2/7/2012

Issued to:
BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-84. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-21, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well contact Carol Daniels at 801-538-5284
  (please leave a voicemail message if not available)
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas

website
at http://oilgas.ogm.utah.gov

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) due within 5 days of spudding the well
- Monthly Status Report (Form 9) due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) due prior to implementation
- Written Notice of Emergency Changes (Form 9) due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) due prior to implementation
- Report of Water Encountered (Form 7) due within 30 days after completion
- Well Completion Report (Form 8) due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 13H-8-46 BTR TW

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013511250000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0184 FSL 0841 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 08 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 4/26/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Confidential Status

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby requests this well to be held in confidential status.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
May 02, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE N/A		**DATE** 4/26/2012

RECEIVED: Apr. 26, 2012

From: Venessa Langmacher <vlangmacher@billbarrettcorp.com>
To: "dianawhitney@utah.gov" <dianawhitney@utah.gov>
Date: 8/30/2012 12:40 PM
Subject: 13H-8-46 TW

Diana,

Could you please rescind the 13H-8-46 TW API 4301351125? They have changed their minds and want to drill the 7-8-46 BTR instead and since that would be the 5th well in the section we have to get rid of one of them. I will resubmit the 7-8-46.

Thanks,

Venessa Langmacher
Senior Permit Analyst
_____
BILL BARRETT CORPORATION
1099 18th Street | Suite 2300
Denver, CO 80202
D 303.312.8172 | F 303.291.0420
vlangmacher@billbarrettcorp.com<mailto:vlangmacher@billbarrettcorp.com>
www.billbarrettcorp.com<http://www.billbarrettcorp.com/>
[cid:image001.jpg@01CD86AC.9AA601C0]

GARY R. HERBERT
Governor
GREG BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

August 31, 2012

Venessa Langmacher
Bill Barrett Corporation
1099 18th Street Ste. 2300
Denver, CO 80202

Re: APD Rescinded – 13H-8-46, Sec. 8, T. 4S, R. 6W
Duchesne County, Utah API No. 43-013-51125

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on February 7, 2012. On August 30, 2012, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective August 30, 2012.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal

1594 West North Temple, Suite 1210, PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*

UTAH DNR OIL, GAS & MINING

Form 3160-3
(August 2007)

RECEIVED
DEC 2 7 2011
BLM

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

5. Lease Serial No.: 2OG0005608

6. If Indian, Allottee or Tribe Name:

1a. Type of Work: ☒ DRILL ☐ REENTER

7. If Unit or CA Agreement, Name and No.:

1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone

8. Lease Name and Well No.: 13H-8-46 BTR TW

2. Name of Operator: BILL BARRETT CORPORATION
Contact: VENESSA LANGMACHER
E-Mail: vlangmacher@billbarrettcorp.com

9. API Well No.: 43-013-51125

3a. Address: 1099 18TH STREET SUITE 2300
DENVER, CO 80202

3b. Phone No. (include area code)
Ph: 303-312-8172
Fx: 303-291-0420

10. Field and Pool, or Exploratory: ALTAMONT

4. Location of Well *(Report location clearly and in accordance with any State requirements.*)*

At surface: SESE 184FSL 841FEL 40.140772 N Lat, 110.580381 W Lon

At proposed prod. zone: SWSW 663FSL 644FWL 40.141867 N Lat, 110.593708 W Lon

11. Sec., T., R., M., or Blk. and Survey or Area: Sec 8 T4S R6W Mer UBM

14. Distance in miles and direction from nearest town or post office*: 15.4 MILES SOUTHWEST OF DUCHESNE, UT

12. County or Parish: DUCHESNE

13. State: UT

15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any): 644' (BTM. HOLE)

16. No. of Acres in Lease: 66101.00

17. Spacing Unit dedicated to this well: 640.00

18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft.: 3737'

19. Proposed Depth: 10717 MD
6698 TVD

20. BLM/BIA Bond No. on file: LPM8874725

21. Elevations (Show whether DF, KB, RT, GL, etc.): 6541 GL

22. Approximate date work will start: 06/01/2012

23. Estimated duration: 60 DAYS (D&C)

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature: (Electronic Submission)
Name (Printed/Typed): VENESSA LANGMACHER Ph: 303-312-8172
Date: 12/16/2011

Title: SENIOR PERMIT ANALYST

Approved by (Signature):
Name (Printed/Typed): Jerry Kenczka
Date: SEP 05 201

Title: Assistant Field Manager
Lands & Mineral Resources
Office: VERNAL FIELD OFFICE

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

RECEIVED
SEP 13 2012
DIV. OF OIL, GAS & MINING

Electronic Submission #126060 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 01/05/2012 ()

UDOGM

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED

**** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ****

12RRH 1889AE NO NOS

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE
170 South 500 East VERNAL, UT 84078 (435) 781-4400

CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company:	**Bill Barrett Corporation**	**Location:**	**SESE,Sec.8,T4S R6W**
Well No:	**13H-8-46 BTR TW**	**Lease No:**	**2OG0005608**
API No:	**43-013-51125**	**Agreement:**	**N/A**

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR FIELD REPRESENTATIVE TO INSURE COMPLIANCE

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	-	The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	-	Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	-	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)

Additional Stipulations:

- All Production Equipment will be painted Beetle Green to help blend into the surrounding vegetation and meet VRM type objectives.
- Corners 6 and 8 of the proposed well pad are to be rounded so fill is reduced on those corners.
- Topsoil is to be relocated from corners 1 and 3 to corners 6 and 8 to help reduce the chance the topsoil gets impacted from erosion.
- See Exhibit One of the approved EA U&O-FY12-Q3-071 for additional mitigation measures that must be followed for the proposed action. This well will be on the 8-26D-47 location, which is existing, see potential site specific COAs from that location as they pertain to this location as well. There are also site specific COAs of concern towards the back of that document that must be adhered to.

General Conditions of Approval:

- A 30' foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipelines.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the *"umbrella"* of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- Bill Barrett Corporation will implement a "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COA's, and/or ROW permits/authorizations on their person(s) during all phases of construction.

- All vehicular traffic, personnel movement, construction/restoration operations will be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.

- The personnel from the Ute Tribe Energy & Minerals Department shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.

- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)

SITE SPECIFIC DOWNHOLE COAs:

- Production casing (size casing 7 inch) cement shall be brought up and into the surface.
- A cement Bond Log (CBL) shall be run from the production casing (size casing 7 inch) shoe to the top of cement. A field copy of the CBL shall be submitted electronically (BLM_UT_Vn_Welllogs@blm.gov) to the BLM Vernal Field Office.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of

each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) shall the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.

- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.

- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

- **Please submit an electronic copy of all other logs run on this well in LAS format to BLM_UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**

- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.

- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.

- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.

- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:

    - Operator name, address, and telephone number.
    - Well name and number.
    - Well location (¼¼, Sec., Twn, Rng, and P.M.).
    - Date well was placed in a producing status (date of first production for which royalty will be paid).
    - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
    - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
    - Unit agreement and/or participating area name and number, if applicable.
    - Communitization agreement number, if applicable.

- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.

- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

- Whether the well is completed as a dry hole or as a producer, "Well Completion and

Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.

- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.

- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.

- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent

Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

Form 3160-5
(August 2007)

RECEIVED
JUL 09 2014
BLM

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

5. Lease Serial No.
2OG0005608

6. If Indian, Allottee or Tribe Name
UINTAH AND OURAY

7. If Unit or CA/Agreement, Name and/or No.

1. Type of Well
■ Oil Well ☐ Gas Well ☐ Other

8. Well Name and No.
13H-8-46 BTR TW

2. Name of Operator
BILL BARRETT CORPORATION
Contact: CHRISTINA HIRTLER
E-Mail: chrtler@billbarrettcorp.com

9. API Well No.
43-013-51125-00-X1

3a. Address
1099 18TH STREET SUITE 2300
DENVER, CO 80202

3b. Phone No. (include area code)
Ph: 303-312-8597
Fx: 303-291-0420

10. Field and Pool, or Exploratory
ALTAMONT

4. Location of Well *(Footage, Sec., T., R., M., or Survey Description)*
Sec 8 T4S R6W SESE 184FSL 841FEL
40.140772 N Lat, 110.580381 W Lon

11. County or Parish, and State
DUCHESNE COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
■ Notice of Intent	☐ Acidize	☐ Deepen	☐ Production (Start/Resume)	☐ Water Shut-Off
☐ Subsequent Report	☐ Alter Casing	☐ Fracture Treat	☐ Reclamation	☐ Well Integrity
☐ Final Abandonment Notice	☐ Casing Repair	☐ New Construction	☐ Recomplete	■ Other Change to Original APD
	☐ Change Plans	☐ Plug and Abandon	☐ Temporarily Abandon	
	☐ Convert to Injection	☐ Plug Back	☐ Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC is submitting this sundry to request a two year extension from the date the existing APD expires of 9/4/2014

VERNAL FIELD OFFICE
ENG. MR 10/16/14
GEOL.
E.S.
PET.
RECL.

RECEIVED
OCT 16 2014
DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.
Electronic Submission #252292 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by JOHNETTA MAGEE on 07/23/2014 (14JM1318SE)

Name *(Printed/Typed)* CHRISTINA HIRTLER — Title PERMIT ANALYST

Signature (Electronic Submission) — Date 07/09/2014

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By — Title Assistant Field Manager Lands & Mineral Resources — Date OCT 03 2014

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office VERNAL FIELD OFFICE

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ****

CONDITIONS OF APPROVAL ATTACHED

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent
APD Extension

Lease: 2OG0005608
Well: 13H-8-46 BTR UB
Location: SESE Sec 8 T4S-R6W

An extension for the referenced APD is granted with the following conditions:

---

1. The APD extension shall expire on 9/5/16

2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Michael Riches of this office at (435) 781-4438

Revisions to Operator-Submitted EC Data for Sundry Notice #252292

	Operator Submitted	BLM Revised (AFMSS)
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	2OG0005608	2OG0005608
Agreement:		
Operator:	BILL 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-312-8597	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303.312.8546
Admin Contact:	CHRISTINA HIRTLER PERMIT ANALYST E-Mail: chirtler@billbarrettcorp.com Cell: 303-325-4496 Ph: 303-312-8597 Fx: 303-291-0420	CHRISTINA HIRTLER PERMIT ANALYST E-Mail: chrtler@billbarrettcorp.com Cell: 303-325-4496 Ph: 303-312-8597 Fx: 303-291-0420
Tech Contact:	CHRISTINA HIRTLER PERMIT ANALYST E-Mail: chirtler@billbarrettcorp.com Cell: 303-325-4496 Ph: 303-312-8597 Fx: 303-291-0420	CHRISTINA HIRTLER PERMIT ANALYST E-Mail: chrtler@billbarrettcorp.com Cell: 303-325-4496 Ph: 303-312-8597 Fx: 303-291-0420
Location: State: County:	 UT DUCHESNE	 UT DUCHESNE
Field/Pool:	ALTAMONT	ALTAMONT
Well/Facility:	13H-8-46 BTR Sec 8 T4S R6W Mer UBM SESE 184FSL 841FEL	13H-8-46 BTR TW Sec 8 T4S R6W SESE 184FSL 841FEL 40.140772 N Lat, 110.580381 W Lon

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent
APD Extension

Lease: 2OG0005608
Well: 13H-8-46 BTR TW
Location: SESE Sec 8 T4S-R6W

An extension for the referenced APD is granted with the following conditions:

---

1. The APD extension shall expire on 9/5/16

2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Michael Riches of this office at (435) 781-4438